

Document Number Only

P94000079060

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002041041--0  
-12/30/96--01036--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

General American Credits of the Carolines, Inc.  
merging into:

General American Corporation of Florida Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merge
- Mark
- Other
- Change
- Fic. Name
- CUS
- After 4:30
- Pick Up

FILED  
96 DEC 30 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301  
P.A. 2

|                   |
|-------------------|
| Name              |
| Availability      |
| Document Examiner |
| Updater           |
| Verifier          |
| Acknowledgment    |
| W.P. Verifier     |

12-30

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

RECEIVED  
96 DEC 30 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301  
CORPORATION

Please see effective date: 12-31-96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 30, 1996

C T Corporation System

**SUBJECT: GENERAL AMERICAN CORPORATION OF FLORIDA, INC.**  
Ref. Number: P94000079060

We have received your document for **GENERAL AMERICAN CORPORATION OF FLORIDA, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article I, C T Corporation System is designated as registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 796A00057703

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**GENERAL AMERICAN CREDITS OF THE CAROLINAS, INC.,** a North Carolina  
corporation not qualified in Florida

**INTO**

**GENERAL AMERICAN CORPORATION OF FLORIDA, INC.,** a Florida  
corporation, P94000079060.

**File date: December 30, 1996 , effective December 31, 1996**

**Corporate Specialist: Steven Harris**

EFFECTIVE DATE  
12-31-96

State of North Carolina  
Department of the Secretary of State  
ARTICLES OF MERGER OR SHARE EXCHANGE

FILED  
96 DEC 30 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following Articles of Merger or Share Exchange.

1. The name of the surviving or acquiring corporation is General American Corporation of Florida, Inc., a corporation organized under the laws of Florida; the name of the merged or acquired corporation is General American Credits of the Carolinas, Inc., a corporation organized under the laws of North Carolina.
2. Attached is a copy of the Plan of Merger or Share Exchange that was duly adopted in the manner prescribed by law by the board of directors of each of the corporations participating in the merger or share exchange.
3. With respect to the surviving/acquiring corporation (check either a or b, whichever is applicable):
  - a.  Shareholder approval was not required for the merger or share exchange.
  - b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged/acquired corporation (check either a or b, whichever is applicable):
  - a.  Shareholder approval was not required for the merger or share exchange.
  - b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. These articles will be effective upon filing, unless a delayed date and/or time is specified: 12/31/96

This the 27th day of December, 19 96

General American Corporation of Florida, Inc.

Name of Corporation

Ira H. Gordon  
Signature

Ira H. Gordon, Chairman  
Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be filed pursuant to the requirements of NCGS §47-18.1.

AGREEMENT AND JOINT PLAN OF MERGER

AGREEMENT made this 27th day of December, 1996, by and between General American Corporation of Florida, Inc. ("Florida") a Florida corporation and General American Corporation of the Carolinas, Inc. ("NC") a North Carolina corporation.

WITNESSETH:

WHEREAS, the Florida Business Corporation Act and the General Statutes of North Carolina both permit the merger of a domestic business corporation with a foreign business corporation, both of whom, in this case, are organized for the purposes of carrying on business of the same or a similar nature; and

WHEREAS, Florida, under its Certificate of Incorporation filed in the Office of the Secretary of State of Florida on October 27, 1994 has an authorized capital stock of 100,000 shares of common stock, no par value, of which there are issued and outstanding 99,996 shares; and

WHEREAS, NC, under its Certificate of Incorporation filed in the Office of the State of North Carolina on March 12, 1993 has an authorized capital stock of 100,000 shares common stock, no par value, of which there are issued and outstanding 100,000 shares; and

WHEREAS, both Florida and NC engage in the business of providing real property title information and related services pursuant to the applicable laws of the States of Florida and North Carolina.

NOW, THEREFORE, the parties agree that NC be merged with and into Florida pursuant to the laws of the States of Florida and North Carolina, and do further agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

ARTICLE I

Surviving Corporation

Florida shall be the corporation surviving after the merger, which corporation shall be governed by the Florida Business Corporation Act and have its registered address at c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324 and its principal office located at 700 Fifth Avenue, Pittsburgh, Pennsylvania 15219.

ARTICLE II

Articles of Incorporation

From and after the effective date of this merger, the Articles of Incorporation of Florida shall remain and be the Articles of Incorporation of the surviving corporation until the same may be amended as permitted by law.

ARTICLE III

By-Laws

The By-Laws of Florida shall remain and be the By-Laws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by law.

ARTICLE IV

Conversion and Issuance of Stock

The manner and basis of converting the issued and outstanding shares of the capital stock of NC into shares of Florida shall be as follows:

(a) Each shareholder of NC shall convert all of their respective shares held in NC for shares of Florida. For each 1,000 shares of NC turned in for conversion, the holder thereof shall receive one share of the common stock of Florida. Immediately thereafter all such shares of Florida held by itself shall be restored to the status of authorized but unissued shares.

(b) After the effective date of the merger, each holder of an outstanding certificate representing shares of capital stock of NC shall surrender the same to Florida. Until so surrendered, the outstanding shares of capital stock of NC to be converted into shares of Florida may be treated by NC for all corporate purposes as though said surrender and exchange had taken place.

ARTICLE V

Terms and Conditions

(A) This merger shall become effective on December 31, 1996, or the later filing thereof with the proper authorities of the States of Florida and North Carolina (the "Effective Date").

(B) Upon the effective date of this merger, the separate existence of NC shall cease, and NC shall be merged with and into Florida, the surviving corporation, which shall possess all of the rights, privileges, powers, franchises and licenses of a public as well as of a private nature, and shall be subject to all liabilities, restrictions, and duties of each of said corporations so merged. All or in singular, the rights, privileges, powers, franchises and licenses of each of said corporations and any and all property wheresoever located, and any and all debts due to any of said corporations on whatever account shall be deemed to be vested in Florida without further act or deed. All rights of creditors and all liens upon any property of the said corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of said corporations shall attach to Florida, which debts Florida assumes and agrees to pay, and which may be enforced against Florida to the same extent as if such debts, liabilities, obligations and duties had been initially incurred or contracted by Florida.

(C) Upon the effective date of the merger, the assets and liabilities of NC shall be taken upon on the books of Florida in the amounts at which they shall at that time be carried on the books of NC as of the effective date.

(D) Upon the effective date of this merger, the capitalization of Florida shall continue to be as set forth in the Articles of Incorporation of Florida.

(E) Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either Florida or NC at any time prior to the effective date of the merger.

#### ARTICLE VI

##### Directors and Officers

The directors and officers of the surviving corporation shall be the directors and officers of Florida in office on the effective date of the merger, who shall serve until their respective successors are chosen and qualified.

#### ARTICLE VII

##### Expenses

Florida shall bear all expenses of the merger not paid by NC prior to the effective date of the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly authorized by the respective Shareholders and Boards of Directors of NC and Florida in accordance with the laws of the States of Florida and North Carolina and is signed and sealed by the duly authorized officers of each corporation as of the day and year first above written.

ATTEST:

GENERAL AMERICAN CORPORATION OF  
FLORIDA, INC.

*Joe H. Groche* By: *Joe H. Gordon*  
ASST. Secretary Chairman of the Board

ATTEST:

GENERAL AMERICAN CREDITS OF THE  
CAROLINAS, INC.

*Joe H. Groche* By: *Peter Gordon*  
Secretary President

Date of Adoption: 12-27-96

61275.1:



HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

DATE: 12-30-96

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary

Document Number Only

P94000079060

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

200002041042--7  
-12/30/96--01036--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

General American Corporation National Processing  
Center, Inc.

Merging into:

General American Corporation of Florida, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Merger
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Mark
- Other UCC Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

FILED  
DEC 30 PM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 30 AM 11:33  
DIVISION OF CORPORATION

|                   |
|-------------------|
| Name              |
| Availability      |
| Document Examiner |
| Updater           |
| Verifier          |
| Acknowledgment    |
| W.P. Verifier     |

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

12-30

Please see effective date: 12-31-96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 30, 1996

C T Corporation System

**SUBJECT: GENERAL AMERICAN CORPORATION OF FLORIDA, INC.**  
Ref. Number: P94000079060

We have received your document for **GENERAL AMERICAN CORPORATION OF FLORIDA, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article I, C T Corporation System is designated as the registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 296A00057701

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**GENERAL AMERICAN CORPORATION NATIONAL PROCESSING CENTER,  
INC., a Florida corporation, P94000076042**

**INTO**

**GENERAL AMERICAN CORPORATION OF FLORIDA, INC., a Florida  
corporation, P94000079060.**

**File date: December 30, 1996 , effective December 31, 1996**

**Corporate Specialist: Steven Harris**

EFFECTIVE DATE  
12-31-96

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF

FILED  
96 DEC 30 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GENERAL AMERICAN CORPORATION NATIONAL PROCESSING CENTER, INC.  
A FLORIDA CORPORATION  
INTO  
GENERAL AMERICAN CORPORATION OF FLORIDA, INC.  
A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is attached hereto as Exhibit "A".

SECOND: The effective date of the merger is December 31, 1996.

THIRD: If shareholder approval was not required, a provision to that effect is as follows:

N/A

FOURTH: The Plan of merger was adopted by the shareholders (or the board of directors when no vote of the shareholders is required) of General American Corporation National Processing Center, Inc. a Florida corporation, on the 27th day of December, 1996, and was adopted by the shareholders (or the board of directors when no vote of the shareholders is required) of General American Corporation of Florida, Inc., a Florida corporation, on the 27th day of December, 1996. Date of Adoption: 12-27-96

(NOTE: Section 607.1103(7) provides that action by the shareholders of the surviving corporation on a plan of merger shall not be required unless required by its articles of incorporation if:

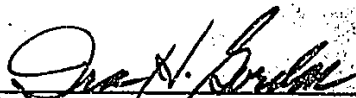
(a) The articles of incorporation of the surviving corporation will not differ (except for amendments enumerated in Section 607.1002) from its articles before the merger; and

(b) Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Signed this 27th day of December, 1996.

**GENERAL AMERICAN CORPORATION  
OF FLORIDA, INC.**

(Name of surviving corporation)

By:   
(Chairman or Vice Chairman  
of the Board of Directors, or  
President or another Officer)


Ira H. Gordon

(Name)

Chairman

(Title)

**GENERAL AMERICAN CORPORATION  
NATIONAL PROCESSING CENTER,  
INC.**

By:   
(Chairman or Vice Chairman  
of the Board of Directors, or  
President or another Officer)

Peter Gordon

(Name)

President

(Title)

AGREEMENT AND JOINT PLAN OF MERGER

AGREEMENT made this 27th day of December, 1996, by and between General American Corporation of Florida, Inc. ("Florida") a Florida corporation and General American Corporation National Processing Center, Inc. ("National") a Florida corporation.

WITNESSETH:

WHEREAS, the Florida Business Corporation Act permits the merger of a domestic business corporations that are, as in this case, organized for the purposes of carrying on business of the same or a similar nature; and

WHEREAS, Florida, under its Certificate of Incorporation filed in the Office of the Secretary of State of Florida on October 27, 1994 has an authorized capital stock of 100,000 shares of common stock, no par value, of which there are issued and outstanding 99,996 shares; and

WHEREAS, National, under its Certificate of Incorporation filed in the Office of the Secretary of State of Florida on October 17, 1994 has an authorized capital stock of 100,000 shares common stock, no par value, of which there are issued and outstanding 100,000 shares; and

WHEREAS, both Florida and National engage in the business of providing real property title information and related services pursuant to the applicable laws of the State of Florida.

NOW, THEREFORE, the parties agree that National be merged with and into Florida pursuant to the laws of the State of Florida, and do further agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

ARTICLE I

Surviving Corporation

Florida shall be the corporation surviving after the merger, which corporation shall be governed by the Florida Business Corporation Act and have its registered address at c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324 and its principal office located at 700 Fifth Avenue, Pittsburgh, Pennsylvania 15219.

## ARTICLE II

### Articles of Incorporation

From and after the effective date of this merger, the Articles of Incorporation of Florida shall remain and be the Articles of Incorporation of the surviving corporation until the same may be amended as permitted by law.

## ARTICLE III

### By-Laws

The By-Laws of Florida shall remain and be the By-Laws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by law.

## ARTICLE IV

### Conversion and Issuance of Stock

The manner and basis of converting the issued and outstanding shares of the capital stock of National into shares of Florida shall be as follows:

(a) Each shareholder of National shall convert all of their respective shares held in National for shares of Florida. For each 1,000 shares of National turned in for conversion, the holder thereof shall receive one share of the common stock of Florida. Immediately thereafter all such shares of Florida held by itself shall be restored to the status of authorized but unissued shares.

(b) After the effective date of the merger, each holder of an outstanding certificate representing shares of capital stock of National shall surrender the same to Florida. Until so surrendered, the outstanding shares of capital stock of National to be converted into shares of Florida may be treated by National for all corporate purposes as though said surrender and exchange had taken place.

## ARTICLE V

### Terms and Conditions

(A) This merger shall become effective on December 31, 1996, or the later filing thereof with the proper authorities of the State of Florida (the "Effective Date").



(B) Upon the effective date of this merger, the separate existence of National shall cease, and National shall be merged with and into Florida, the surviving corporation, which shall possess all of the rights, privileges, powers, franchises and licenses of a public as well as of a private nature, and shall be subject to all liabilities, restrictions, and duties of each of said corporations so merged. All or in singular, the rights, privileges, powers, franchises and licenses of each of said corporations and any and all property wheresoever located, and any and all debts due to any of said corporations on whatever account shall be deemed to be vested in Florida without further act or deed. All rights of creditors and all liens upon any property of the said corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of said corporations shall attach to Florida, which debts Florida assumes and agrees to pay, and which may be enforced against Florida to the same extent as if such debts, liabilities, obligations and duties had been initially incurred or contracted by Florida.

(C) Upon the effective date of the merger, the assets and liabilities of National shall be taken upon on the books of Florida in the amounts at which they shall at that time be carried on the books of National as of the effective date.

(D) Upon the effective date of this merger, the capitalization of Florida shall continue to be as set forth in the Articles of Incorporation of Florida.

(E) Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either Florida or National at any time prior to the effective date of the merger.

#### ARTICLE VI

##### Directors and Officers

The directors and officers of the surviving corporation shall be the directors and officers of Florida in office on the effective date of the merger, who shall serve until their respective successors are chosen and qualified.

#### ARTICLE VII

##### Expenses

Florida shall bear all expenses of the merger not paid by National prior to the effective date of the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly authorized by the respective Shareholders and Boards of Directors of National and Florida in accordance with the laws of the State of Florida and is signed and sealed by the duly authorized officers of each corporation as of the day and year first above written.

ATTEST:

GENERAL AMERICAN CORPORATION OF  
FLORIDA, INC.

*Joe H. Gordon*  
ASST. Secretary

By: *Joe H. Gordon*  
Chairman of the Board

ATTEST:

GENERAL AMERICAN CORPORATION  
NATIONAL PROCESSING CENTER, INC.

*Joe H. Gordon*  
ASST. Secretary

By: *Peter Gordon*  
President

61276.1:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 12-30-96

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary